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Via Electronic Mail and US Mail

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RE: Southeast Rockford Superfund Site – Area 9/10

Dear Tom, Frank and Beth:

As a follow-up to our conference call on January 7, 2008, we are writing to describe our understanding of when and under what circumstances active remediation measures may be discontinued within each source area.

Active Remediation Requirements

HSC will install and operate the SVE / AS systems as described in the approved RD. All active remediation measures within a given source area will be discontinued once HSC's groundwater modeling indicates that the remaining soil and groundwater impacts will not result in the exceedance of an MCL at the downgradient GMZ boundary. Background conditions will be discounted from the source conditions which are modeled. It is understood that residual

conditions above the MCLs and/or other numeric standards or goals may exist within the soil or groundwater within a source area when modeling confirms that MCLs will be met at the GMZ boundary and no further active remediation is warranted.

Threshold for Discontinuation of Prescribed Active Remediation Measures

USEPA and Illinois EPA will be advised when HSC believes the relevant active remediation measures are no longer effective at removing additional contaminant mass. Such preliminary determination may be based on substantially diminished (e.g., asymptotic) mass removal rates.

Such an evaluation will require at least temporarily discontinuing the operation of the active remediation system(s) in order to allow groundwater elevations and dissolution conditions to return to static levels. As required, soil and/or groundwater sampling will then be performed to support groundwater modeling.

Evaluation of Groundwater Modeling

The groundwater modeling will indicate that the remaining contaminant mass at a given source area will: (1) continue to result in an exceedance of an MCL at the downgradient GMZ boundary (a "Negative Determination"); or (2) not result in an exceedance of an MCL at the downgradient GMZ boundary (a "Positive Determination").

In the event HSC makes a Negative Determination for a given source area, HSC may restart or pulse the existing active remediation system(s) and/or implement supplemental active remediation efforts (e.g., introduction of nutrients or reducing agents). Such active remediation efforts would continue until HSC is able to achieve a Positive Determination.

After the agencies agree with a Positive Determination by HSC for a given source area, HSC will discontinue operating the active remediation measures but will need to perform:

- A targeted, source-specific risk assessment to assess potential threats to human health and the environment, with such assessment subject to agency review and approval.
- Groundwater monitoring at the GMZ boundary for a reasonable duration to confirm the modeling projections that an MCL would not be exceeded at such boundary.
- Additional soil remediation to the extent required to meet preliminary remediation goals indicated at page 32 of the ROD, although such efforts would not be required if HSC can show that the Positive Determination is supported by groundwater data and modeling with respect to the downgradient GMZ boundary in a manner consistent with pp. 49-50 of the ROD.

In addition and as may be appropriate, HSC may request that alternative goals or other standards be utilized in lieu of default standards.

Contingent Remedy

In the event the above measures and efforts are not effective at achieving the source reduction standard with respect to MCL exceedances at the downgradient GMZ boundary, HSC may implement the contingent remedy (to the extent described in and for the purposes set forth in the ROD) and/or other supplemental efforts.

We hope this accurately reflects the understanding of the agencies, and we look forward to receiving your acknowledgment of and agreement with this approach.

Very truly yours,

Earl W. Phillips, Jr.

Copy to: Tori Haines, Esq.
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